

IRWIN THOMAS S
Form 4
March 20, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
IRWIN THOMAS S

(Last) (First) (Middle)
3000 TAFT STREET
(Street)

HOLLYWOOD, FL 33021

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HEICO CORP [HEI, HEI.A]

3. Date of Earliest Transaction
(Month/Day/Year)
03/16/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Executive Vice President, CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(A) or (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	Price		
Class A Common Stock	03/16/2006		M		12,335	A \$ 6.3749	32,144	D
Class A Common Stock	03/16/2006		M		12,335	A \$ 6.3366	44,479	D
Class A Common Stock	03/16/2006		F		5,766	D \$ 27.19	38,713	D
Class A Common	03/16/2006		S		18,000	D \$ 27	20,713	D

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Stock									
Common Stock	03/16/2006		M	13,613	A	\$ 3.8175	248,152	D	
Common Stock	03/16/2006		F	1,664	D	\$ 31.23	246,488	D	
Class A Common Stock							32,526	I	401(k) Plan ⁽¹⁾
Common Stock							33,843	I	401(k) Plan ⁽¹⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to purchase Common Stock)	\$ 6.3749	03/16/2006		M	12,335	12/13/1996 12/13/2006	Class A Common Stock	12,335	
Option (right to purchase Class A Common Stock)	\$ 6.3366	03/16/2006		M	12,335	12/13/1996 12/13/2006	Class A Common Stock	12,335	
Option (right to purchase Common Stock)	\$ 3.8175	03/16/2006		M	13,613	03/19/1996 03/19/2006	Common Stock	13,613	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
IRWIN THOMAS S 3000 TAFT STREET HOLLYWOOD, FL 33021			Executive Vice President, CFO	

Signatures

/s/ Thomas S.
Irwin

03/17/2006

__Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k) Plan based on a plan statement dated March 15, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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